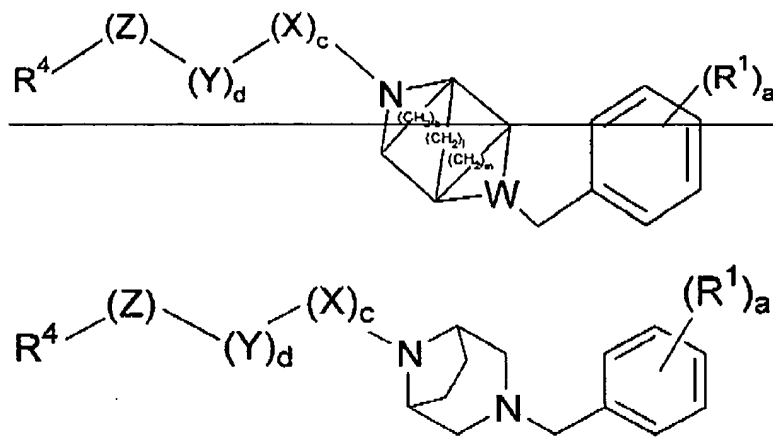


**Claim Listing:**

1. (Currently Amended) A compound of the formula



or a pharmaceutically acceptable salt thereof; wherein

$a$  is 1, 2, 3, 4 or 5;

$c$  is 0 or 1;

$d$  is 1, 2, 3, 4 or 5;

$k$  is 2;  $l$  is 0;  $m$  is 0;

$W$  is  $N$ ;

$X$  is  $C(O)$ ,  $C(S)$  or  $CH_2$ ;

$Y$  is  $CH_2$ ;

$Z$  is oxygen,  $NR^9$  or  $CR^{11}R^{12}$ ;

each  $R^1$  is independently selected from hydrogen, hydroxy, hydroxysulfonyl, halo,  $(C_1-C_6)$ alkyl, mercapto, mercapto $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkylthio,  $(C_1-C_6)$ alkylsulfinyl,  $(C_1-C_6)$ alkylsulfonyl,  $(C_1-C_6)$ alkylthio $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkylsulfinyl $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkylsulfonyl $(C_1-C_6)$ alkyl,  $(C_1-C_6)$ alkoxy,  $(C_6-C_{10})$ aryloxy, halo $(C_1-C_6)$ alkyl, trifluoromethyl, formyl, formyl $(C_1-C_6)$ alkyl, nitro, nitroso, cyano,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkoxy, halo $(C_1-C_6)$ alkoxy, trifluoromethoxy,  $(C_3-C_7)$ cycloalkyl,  $(C_3-C_7)$ cycloalkyl $(C_1-C_6)$ alkyl, hydroxy $(C_3-C_7)$ cycloalkyl $(C_1-$

C<sub>6</sub>alkyl, (C<sub>3</sub>-C<sub>7</sub>)cycloalkylamino, (C<sub>3</sub>-C<sub>7</sub>)cycloalkylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, ((C<sub>3</sub>-C<sub>7</sub>)cycloalkyl)((C<sub>1</sub>-C<sub>6</sub>alkyl)amino, ((C<sub>3</sub>-C<sub>7</sub>)cycloalkyl(C<sub>1</sub>-C<sub>6</sub>alkyl)amino(C<sub>1</sub>-C<sub>6</sub>alkyl, cyano(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>2</sub>-C<sub>7</sub>)alkenyl, (C<sub>2</sub>-C<sub>7</sub>)alkynyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy(C<sub>1</sub>-C<sub>6</sub>alkyl, hydroxy(C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>alkyl, hydroxy(C<sub>1</sub>-C<sub>6</sub>alkylthio(C<sub>1</sub>-C<sub>6</sub>alkyl, hydroxy(C<sub>2</sub>-C<sub>6</sub>)alkenyl, hydroxy(C<sub>2</sub>-C<sub>6</sub>)alkynyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryloxy(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>alkyl, amino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino, (C<sub>6</sub>-C<sub>10</sub>)arylamino, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylamino, amino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>alkyl, hydroxy(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)arylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino(C<sub>1</sub>-C<sub>6</sub>alkyl, carboxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)arylcarbonyl, (C<sub>6</sub>-C<sub>10</sub>)arylcarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, ~~(C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl,~~ (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, carboxy(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyloxy(C<sub>1</sub>-C<sub>6</sub>alkyl, aminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonyl, (C<sub>6</sub>-C<sub>10</sub>)arylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)arylamino(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl(C<sub>1</sub>-C<sub>6</sub>alkyl, amidino, guanidino, ureido, (C<sub>1</sub>-C<sub>6</sub>)alkylureido, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>ureido, ureido(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylureido(C<sub>1</sub>-C<sub>6</sub>alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>ureido(C<sub>1</sub>-C<sub>6</sub>alkyl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl(C<sub>1</sub>-C<sub>6</sub>alkyl and (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>alkyl;

R<sup>4</sup> is (R<sup>5</sup>Q<sub>f</sub>)(C<sub>6</sub>-C<sub>10</sub>)aryl, (R<sup>5</sup>Q<sub>f</sub>)(C<sub>3</sub>-C<sub>10</sub>)cycloalkyl, (R<sup>5</sup>Q<sub>f</sub>)(C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (R<sup>5</sup>Q<sub>f</sub>)(C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl,

wherein f is 0, 1, 2, 3, 4 or 5;

Q is (C<sub>1</sub>-C<sub>6</sub>)alkyl;

q is 0 or 1;

R<sup>5</sup> is independently selected from: (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylcarbonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylcarbonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminocarbonyl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylaminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>ureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, hydroxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminosulfonyl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, acetyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (acetyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, cyanoguanidino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcyanoguanidino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>cyanoguanidino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, aminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, aminosulfonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, hydroxy(C<sub>1</sub>-C<sub>6</sub>)alkylureido, amino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>2</sub>-C<sub>9</sub>)heteroarylureido, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylureido, aminosulfonyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, acetyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (acetyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylureido, halo(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, acetyl(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (acetyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylureido(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, ((C<sub>1</sub>-

$C_6$ alkyl) $_2$ ureido( $C_1$ - $C_6$ )alkylsulfonylamino, ( $C_1$ - $C_6$ )alkylsulfonylamino( $C_1$ - $C_6$ )alkylsulfonylamino, cyanoguanidino( $C_1$ - $C_6$ )alkylsulfonylamino, carboxy( $C_1$ - $C_6$ )alkylsulfonylamino, ( $C_1$ - $C_6$ )alkylcyanoguanidino( $C_1$ - $C_6$ )alkylsulfonylamino, (( $C_1$ - $C_6$ )alkyl) $_2$ cyanoguanidino( $C_1$ - $C_6$ )alkylsulfonylamino, aminocarbonyl( $C_1$ - $C_6$ )alkylsulfonylamino, ( $C_1$ - $C_6$ )alkoxycarbonylamino( $C_1$ - $C_6$ )alkylsulfonylamino, aminosulfonylaminocarbonyl, ( $C_1$ - $C_6$ )alkylaminosulfonylaminocarbonyl, (( $C_1$ - $C_6$ )alkyl) $_2$ aminosulfonylaminocarbonyl, ( $C_6$ - $C_{10}$ )arylsulfonyl, ( $C_1$ - $C_6$ )alkylaminosulfonylamino, (( $C_1$ - $C_6$ )alkyl) $_2$ aminosulfonylamino, aminocarbonyl( $C_1$ - $C_6$ )alkylamino( $C_1$ - $C_6$ )alkylsulfonylamino, ( $C_2$ - $C_9$ )heterocycloalkyloxycarbonylamino( $C_1$ - $C_6$ )alkylsulfonylamino, ( $C_2$ - $C_9$ )heteroaryloxycarbonylamino( $C_1$ - $C_6$ )alkylsulfonylamino, cyanoguanidino, ( $C_1$ - $C_6$ )alkylcyanoguanidino, (( $C_1$ - $C_6$ )alkyl) $_2$ cyanoguanidino, ( $C_2$ - $C_9$ )heterocycloalkylcyanoguanidino, ( $C_2$ - $C_9$ )heterocycloalkyl( $C_1$ - $C_6$ )alkylcyanoguanidino, ( $C_2$ - $C_9$ )heteroaryl( $C_1$ - $C_6$ )alkylcyanoguanidino, amino( $C_1$ - $C_6$ )alkylcyanoguanidino, ( $C_1$ - $C_6$ )alkylamino( $C_1$ - $C_6$ )alkylcyanoguanidino, (( $C_1$ - $C_6$ )alkyl) $_2$ amino( $C_1$ - $C_6$ )alkylcyanoguanidino, aminocarbonyl( $C_1$ - $C_6$ )alkylcyanoguanidino, carboxy( $C_1$ - $C_6$ )alkylcyanoguanidino, ( $C_1$ - $C_6$ )alkylaminocarbonyl( $C_1$ - $C_6$ )alkylcyanoguanidino, (( $C_1$ - $C_6$ )alkyl) $_2$ aminocarbonyl( $C_1$ - $C_6$ )alkylcyanoguanidino, hydroxy( $C_1$ - $C_6$ )alkylamino, aminocarbonyl( $C_1$ - $C_6$ )alkylamino, carboxy( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkylsulfonylamino( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkoxycarbonylamino( $C_1$ - $C_6$ )alkylamino, aminosulfonyl( $C_1$ - $C_6$ )alkylamino, ( $C_2$ - $C_9$ )heteroaryl( $C_1$ - $C_6$ )alkylamino, acetylamino( $C_1$ - $C_6$ )alkylamino, (acetyl)(( $C_1$ - $C_6$ )alkyl)amino( $C_1$ - $C_6$ )alkylamino, ( $C_2$ - $C_9$ )heterocycloalkyl( $C_1$ - $C_6$ )alkylamino, (( $C_1$ - $C_6$ )alkyl) $_2$ amino( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkylamino( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkoxy( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkoxycarbonyl( $C_1$ - $C_6$ )alkylamino, cyano( $C_1$ - $C_6$ )alkylamino, ( $C_2$ - $C_9$ )heterocycloalkyloxycarbonylamino( $C_1$ - $C_6$ )alkylamino, ( $C_2$ - $C_9$ )heteroaryloxycarbonylamino( $C_1$ - $C_6$ )alkylamino, cyanoguanidino( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkylcyanoguanidino( $C_1$ - $C_6$ )alkylamino, (( $C_1$ - $C_6$ )alkyl) $_2$ cyanoguanidino( $C_1$ - $C_6$ )alkylamino, ureido( $C_1$ - $C_6$ )alkylamino, ( $C_1$ - $C_6$ )alkylureido( $C_1$ - $C_6$ )alkylamino, (( $C_1$ - $C_6$ )alkyl) $_2$ ureido( $C_1$ - $C_6$ )alkylamino, aminocarbonyloxy( $C_1$ - $C_6$ )alkylamino, hydroxy( $C_1$ - $C_6$ )alkylcarbonylamino, ( $C_1$ - $C_6$ )alkylaminocarbonyl( $C_1$ - $C_6$ )alkylcarbonylamino, (( $C_1$ - $C_6$ )alkyl) $_2$ aminocarbonyl( $C_1$ - $C_6$ )alkylcarbonylamino, ( $C_1$ - $C_6$ )alkoxycarbonylamino( $C_1$ - $C_6$ )alkylcarbonylamino,

aminosulfonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, hydroxy(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyloxycarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroarylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroarylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, cyano(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyloxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroaryloxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylureido(C<sub>1</sub>-C<sub>6</sub>)alkylureido, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>ureido(C<sub>1</sub>-C<sub>6</sub>)alkylureido, cyanoguanidino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(cyanoguanidino), aminosulfonyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylsulfonyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminosulfonyl, hydroxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>ureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyloxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryloxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, cyanoguanidino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylaminosulfonyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylaminosulfonyl, ureidosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylureidosulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>ureidosulfonyl, hydrogen, hydroxy, hydroxysulfonyl, halo, mercapto, (C<sub>1</sub>-C<sub>6</sub>)alkylthio, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfinyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, carboxy(C<sub>1</sub>-

$C_6$ alkylsulfonyl,  $(C_6-C_{10})$ arylsulfonyl,  $(C_2-C_9)$ heteroarylsulfonyl,  $(C_1-C_6)$ alkoxy, hydroxy $(C_1-C_6)$ alkoxy,  $(C_6-C_{10})$ aryloxy, trifluoro $(C_1-C_6)$ alkyl, formyl, nitro, nitroso, cyano, halo $(C_1-C_6)$ alkoxy, trifluoro $(C_1-C_6)$ alkoxy, amino $(C_1-C_6)$ alkoxy,  $(C_3-C_{10})$ cycloalkylhydroxy $(C_3-C_{10})$ cycloalkyl  $(C_3-C_{10})$ cycloalkylamino $(C_2-C_6)$ alkenyl,  $(C_2-C_6)$ alkynyl,  $(C_6-C_{10})$ aryl,  $(C_6-C_{10})$ aryl $(C_2-C_6)$ alkenyl, hydroxy $(C_6-C_{10})$ aryl,  $((C_1-C_6)$ alkylamino) $(C_6-C_{10})$ aryl, hydroxy $(C_1-C_6)$ alkylthio, hydroxy $(C_2-C_6)$ alkenyl, hydroxy $(C_2-C_6)$ alkynyl,  $(C_1-C_6)$ alkoxy $(C_6-C_{10})$ aryl,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkoxy, amino,  $(C_1-C_6)$ alkylamino,  $((C_1-C_6)$ alkyl) $_2$ amino,  $(C_6-C_{10})$ arylamino,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkylamino, amino $(C_1-C_6)$ alkylamino,  $(C_2-C_9)$ heterocycloalkylamino,  $(C_2-C_9)$ heteroarylamino,  $(C_2-C_9)$ heterocycloalkyl $(C_1-C_6)$ alkylamino,  $(C_3-C_{10})$ cycloalkyl $((C_1-C_6)$ alkyl)amino,  $(C_1-C_6)$ alkylcarbonylamino,  $(C_1-C_6)$ alkoxycarbonylamino,  $(C_2-C_6)$ alkenylcarbonylamino,  $(C_3-C_{10})$ cycloalkylcarbonylamino,  $(C_6-C_{10})$ arylcarbonylamino,  $(C_2-C_9)$ heterocycloalkylcarbonylamino,  $(C_2-C_9)$ heteroaryloxycarbonylamino,  $(C_2-C_9)$ heterocycloalkoxycarbonylamino, halo $(C_1-C_6)$ alkylcarbonylamino,  $(C_1-C_6)$ alkoxy $(C_1-C_6)$ alkylcarbonylamino,  $(C_1-C_6)$ alkoxycarbonyl $(C_1-C_6)$ alkylcarbonylamino,  $((C_1-C_6)$ alkylcarbonyl) $((C_1-C_6)$ alkyl)amino,  $((C_1-C_6)$ alkoxycarbonyl) $((C_1-C_6)$ alkyl)amino,  $(C_1-C_6)$ alkylsulfonylamino,  $((C_1-C_6)$ alkylcarbonyl) $((C_1-C_6)$ alkyl)amino,  $(C_3-C_{10})$ cycloalkyl $((C_1-C_6)$ alkyl)amino,  $((C_1-C_6)$ alkylsulfonyl) $((C_1-C_6)$ alkyl)amino,  $(C_2-C_9)$ heteroarylsulfonylamino,  $(C_6-C_{10})$ arylsulfonylamino,  $((C_6-C_{10})$ arylsulfonyl) $((C_1-C_6)$ alkyl)amino, carboxy,  $(C_1-C_6)$ alkoxycarbonyl,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkoxycarbonyl,  $(C_1-C_6)$ alkylcarbonyl, carboxy $(C_1-C_6)$ alkylcarbonyl, amino $(C_1-C_6)$ alkylcarbonyl,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylcarbonyl,  $((C_1-C_6)$ alkyl) $_2$ amino $(C_1-C_6)$ alkylcarbonyl,  $(C_6-C_{10})$ arylcarbonyl,  $(C_2-C_9)$ heteroaryl $(C_1-C_6)$ alkylcarbonyl,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkylcarbonyl, hydroxy $(C_1-C_6)$ alkoxycarbonyl,  $(C_1-C_6)$ alkoxy $(C_1-C_6)$ alkylcarbonyloxy,  $((C_1-C_6)$ alkyl) $_2$ aminocarbonyloxyaminocarbonyl, hydroxyaminocarbonyl,  $(C_1-C_6)$ alkylaminocarbonyl,  $((C_1-C_6)$ alkyl) $_2$ aminocarbonyl,  $(C_6-C_{10})$ arylaminocarbonyl,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkylaminocarbonyl, aminocarbonyl $(C_1-C_6)$ alkylaminocarbonyl,  $(C_1-C_6)$ alkylaminocarbonyl $(C_1-C_6)$ alkylaminocarbonyl, (carboxy $(C_1-C_6)$ alkyl)aminocarbonyl,  $(C_1-C_6)$ alkoxycarbonyl $(C_1-C_6)$ alkylaminocarbonyl, (amino $(C_1-C_6)$ alkyl)aminocarbonyl, hydroxy $(C_1-C_6)$ alkylaminocarbonylamidino, hydroxyamidino, guanidino, ureido,  $(C_1-C_6)$ alkylureido,  $(C_6-C_{10})$ arylureido,  $((C_6-C_{10})$ aryl) $_2$ ureido,  $(C_6-C_{10})$ aryl $(C_1-C_6)$ alkylureido, halo $(C_1-C_6)$ alkylureido,  $((C_1-C_6)$ alkyl) $((C_6-C_{10})$ aryl)ureido,  $((C_1-C_6)$ alkyl) $_2$ ureido,

halo(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylureido, (halo(C<sub>1</sub>-C<sub>6</sub>)alkyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)ureido, ((C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkyl)ureido, glycnamido, (C<sub>1</sub>-C<sub>6</sub>)alkylglycnamido, aminocarbonylglycnamido, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylglycnamido, (aminocarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)glycnamido, ((C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)glycnamido, ((C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl)glycnamido, (C<sub>6</sub>-C<sub>10</sub>)arylcarbonylglycnamido, ((C<sub>6</sub>-C<sub>10</sub>)arylcarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)glycnamido, ((C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl)glycnamido, ((C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)glycnamido, (C<sub>6</sub>-C<sub>10</sub>)arylaminocarbonylglycnamido, ((C<sub>6</sub>-C<sub>10</sub>)arylaminocarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)glycnamido, alaninamido, (C<sub>1</sub>-C<sub>6</sub>)alkylalaninamido, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl, amino(C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>2</sub>-C<sub>9</sub>)heteroaryl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryloxy, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkoxy, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, amino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, (aminocarbonyl)(hydroxy)amino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, aminocarbonylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, amino(C<sub>2</sub>-C<sub>6</sub>)alkoxycarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxycarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>2</sub>-C<sub>6</sub>)alkoxycarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminocarbonylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, barbituryl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl-amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino where the (C<sub>1</sub>-C<sub>6</sub>)alkyl is optionally substituted with one or two groups selected from hydrogen, amino, hydroxyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, carboxy, further substituted (C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (C<sub>6</sub>-C<sub>10</sub>)aryl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl, and cycloalkyl, or the two groups together make up a carbocycle; and R<sup>19</sup>carbonylamino where R<sup>19</sup> is a nitrogen containing (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkyl which is optionally substituted further with one or two groups selected from (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>6</sub>)alkoxy and hydroxy;

R<sup>9</sup> is selected from the group consisting of hydrogen, (C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, aminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonyl and (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl; and

R<sup>11</sup> and R<sup>12</sup> are each independently selected from the group consisting of hydrogen, (C<sub>1</sub>-

C<sub>6</sub>alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, hydroxy, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, hydroxy(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxy(C<sub>1</sub>-C<sub>6</sub>)alkyl, amino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>3</sub>-C<sub>8</sub>)cycloalkylcarbonylamino, (C<sub>3</sub>-C<sub>8</sub>)cycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>6</sub>-C<sub>10</sub>)arylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ((C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl)((C<sub>1</sub>-C<sub>6</sub>)alkyl)amino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>3</sub>-C<sub>8</sub>)cycloalkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>6</sub>-C<sub>10</sub>)arylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, aminocarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, halo(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonylamino, aminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>aminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkyl, (C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkyl and (C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkyl;

with the proviso that when R<sup>4</sup> is phenyl or pyridyl, Q is (C<sub>1</sub>-C<sub>6</sub>)alkyl, q is 0 or 1, R<sup>5</sup> can be selected from the group consisting of carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminocarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkylamino)(C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, aminocarbonyl, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, and (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino.

2. (Previously Presented) A compound according to claim 1, wherein R<sup>1</sup> is hydrogen, halo, cyano, nitro, trifluoromethyl, trifluoromethoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl, hydroxy or (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl.
3. (Previously Presented) A compound according to claim 1, wherein c is 1; X is C(O) or CH<sub>2</sub>; d is 1; and Z is oxygen, NH, or CR<sup>11</sup>R<sup>12</sup>.



4. (Original) A compound according to claim 1, wherein  $R^4$  is  $(R^5)_f(C_6-C_{10})$ aryl or  $(R^5)_f(C_2-C_9)$ heteroaryl, wherein  $f$  is 1 or 2.
5. (Currently Amended) A compound according to claim 1, wherein  $c$  is 1;  $X$  is  $C(O)$ ;  $d$  is 1; and  $Z$  is oxygen or  $CR^{11}R^{12}$ ;  ~~$W$  is nitrogen; and  $i, m$  and  $k$  are zero, zero and 2 respectively.~~
6. (Previously Presented) A compound according to claim 1, wherein  $R^4$  is phenyl,  $Q$  is  $(C_1-C_6)$ alkyl,  $q$  is 0 or 1, and at least one  $R^5$  is selected from:  $(C_2-C_9)$ heteroarylaminocarbonyl,  $(C_2-C_9)$ heteroarylcarbonylamino,  $(C_1-C_6)$ alkylsulfonylaminocarbonyl, aminosulfonylaminocarbonyl, carboxy $(C_1-C_6)$ alkylcyanoguanidino, carboxy,  $(C_2-C_9)$ heteroarylaminocarbonyl,  $(C_2-C_9)$ heteroarylsulfonyl,  $(C_2-C_9)$ heteroaryl,  $(C_2-C_9)$ heteroaryloxy,  $(C_2-C_9)$ heteroarylcarbonyl,  $(C_2-C_9)$ heteroaryl $(C_1-C_6)$ alkylcarbonyl, carboxy $(C_1-C_6)$ alkylaminocarbonylamino,  $(C_2-C_9)$ heteroarylaminocarbonylamino, carboxy $(C_1-C_6)$ alkylcarbonylamino,  $(C_2-C_9)$ heteroaryl $(C_1-C_6)$ alkylamino, carboxy $(C_1-C_6)$ alkylaminocarbonyl, carboxy $(C_1-C_6)$ alkylsulfonylamino,  $(C_2-C_9)$ heteroarylaminosulfonyl, carboxy $(C_1-C_6)$ alkylsulfonyl, carboxy $(C_1-C_6)$ alkylamino, carboxy $(C_1-C_6)$ alkylcarbonyl, carboxy $(C_1-C_6)$ alkoxy, carboxy $(C_1-C_6)$ alkoxycarbonylamino, hydroxyaminocarbonyl,  $(C_1-C_6)$ alkylsulfonylaminocarbonyl $(C_1-C_6)$ alkoxy,  $(C_2-C_9)$ heteroaryl $(C_1-C_6)$ alkoxy, carboxy $(C_1-C_6)$ alkylamino $(C_2-C_6)$ alkoxy,  $(C_2-C_9)$ heteroarylaminocarbonyl $(C_2-C_6)$ alkoxy, amino $(C_1-C_6)$ alkylcarbonyl,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylcarbonyl,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylcarbonyl, amino $(C_1-C_6)$ alkylcarbonylamino,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylcarbonylamino,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylcarbonylamino, amino $(C_1-C_6)$ alkylureido,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylureido,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylureido, amino $(C_1-C_6)$ alkylsulfonylamino,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylsulfonylamino,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylsulfonylamino, amino $(C_1-C_6)$ alkylsulfonyl,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylsulfonyl,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylsulfonyl, amino $(C_1-C_6)$ alkylcyanoguanidino,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylcyanoguanidino,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylcyanoguanidino, amino $(C_1-C_6)$ alkylaminosulfonyl,  $(C_1-C_6)$ alkylamino $(C_1-C_6)$ alkylaminosulfonyl,  $((C_1-C_6)alkyl)_2$ amino $(C_1-C_6)$ alkylaminosulfonyl,  $((C_1-C_6)alkylamino)(C_6-C_{10})$ aryl $(C_1-C_6)$ alkyl, amino, amino $(C_1-C_6)$ alkoxy, amino $(C_1-C_6)$ alkoxycarbonylamino,  $(C_1-C_6)$ alkylamino,  $((C_1-C_6)alkyl)_2$ amino,  $(C_6-C_{10})$ arylamino,

(C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylamino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylamino, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkylamino, (amino(C<sub>1</sub>-C<sub>6</sub>)alkyl)aminocarbonyl, glycnamido, (C<sub>1</sub>-C<sub>6</sub>)alkylglycinamido, alaninamido, (C<sub>1</sub>-C<sub>6</sub>)alkylalaninamido, halo, (C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>1</sub>-C<sub>6</sub>)alkyl, halo(C<sub>1</sub>-C<sub>6</sub>)alkyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, ureido, halo(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl.

7. (Previously Presented) A compound according to claim 1, wherein R<sup>4</sup> is pyridyl, Q is (C<sub>1</sub>-C<sub>6</sub>)alkyl, q is 0 or 1, and at least one R<sup>5</sup> is selected from: (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminocarbonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, aminosulfonylamino, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylcyanoguanidino, carboxy, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (C<sub>2</sub>-C<sub>9</sub>)heteroarylsulfonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryloxy, (C<sub>2</sub>-C<sub>9</sub>)heteroarylcarbonyl, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminocarbonylamino, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkylamino, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>2</sub>-C<sub>9</sub>)heteroarylaminosulfonyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylamino, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkoxy, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino, hydroxyaminocarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkoxy, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>1</sub>-C<sub>6</sub>)alkoxy, carboxy(C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>2</sub>-C<sub>6</sub>)alkoxy, (C<sub>2</sub>-C<sub>9</sub>)heteroaryl(C<sub>2</sub>-C<sub>6</sub>)alkoxy, amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylureido, amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-

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C<sub>6</sub>)alkylsulfonyl, amino(C<sub>1</sub>-C<sub>6</sub>)alkylcyanoguanidino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcyanoguanidino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylcyanoguanidino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino(C<sub>1</sub>-C<sub>6</sub>)alkylaminosulfonyl, ((C<sub>1</sub>-C<sub>6</sub>)alkylamino)(C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkyl, amino, amino(C<sub>1</sub>-C<sub>6</sub>)alkoxy, amino(C<sub>1</sub>-C<sub>6</sub>)alkoxycarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylamino, ((C<sub>1</sub>-C<sub>6</sub>)alkyl)<sub>2</sub>amino, (C<sub>6</sub>-C<sub>10</sub>)arylamino, (C<sub>6</sub>-C<sub>10</sub>)aryl(C<sub>1</sub>-C<sub>6</sub>)alkylamino, amino(C<sub>1</sub>-C<sub>6</sub>)alkylamino, (C<sub>2</sub>-C<sub>9</sub>)heterocycloalkylamino, (C<sub>3</sub>-C<sub>10</sub>)cycloalkyl(C<sub>1</sub>-C<sub>6</sub>)alkyl)amino, (amino(C<sub>1</sub>-C<sub>6</sub>)alkyl)aminocarbonyl, glycynamido, (C<sub>1</sub>-C<sub>6</sub>)alkylglycynamido, alaninamido, (C<sub>1</sub>-C<sub>6</sub>)alkylalaninamido, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylureido, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonyl, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminosulfonyl, aminocarbonyl, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl, aminocarbonyl(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, ureido(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonylamino, ureido, halo(C<sub>1</sub>-C<sub>6</sub>)alkylsulfonylamino, (C<sub>1</sub>-C<sub>6</sub>)alkylcarbonylamino(C<sub>1</sub>-C<sub>6</sub>)alkylaminocarbonyl.

8. (Previously Amended) Salts of a compound according to claim 1, where pharmaceutically acceptable counter-ions for acidic compounds are selected from alkali metal cations, alkaline earth metal cations ammonium or water-soluble amine addition salts, N-methylglucamine-(meglumine), the lower alkanolammonium and other base salts of pharmaceutically acceptable organic amines; and pharmaceutically acceptable salts selected from hydrochloride, hydrobromide, hydroiodide, nitrate, sulfate, bisulfate, phosphate, acid phosphate, acetate, lactate, citrate, acid citrate, tartrate, bitartrate, succinate, maleate, fumarate, gluconate, saccharate, benzoate, methanesulfonate, ethanesulfonate, benzenesulfonate, p-toluenesulfonate and pamoate salts.

Claims 9-14 (Cancelled)

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